

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
	Chapter 11 Case Nos.
RANDALL'S ISLAND FAMILY	:
GOLF CENTERS, INC., <i>et al.</i> ,	:
	00-41065 (SMB) through
	00-41196 (SMB)
Debtors.	:
	(Jointly Administered)
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AFFIDAVIT IN SUPPORT OF APPLICATION
AUTHORIZING RETENTION OF BERLACK, ISRAELS
& LIBERMAN LLP AS COUNSEL TO THE OFFICAL
COMMITTEE OF UNSECURED CREDITORS

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

EDWARD S. WEISFELNER, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice in the State of New York and before the United States District Courts for the Southern and Eastern Districts of New York and the Third Circuit Court of Appeals, and a member of the law firm of Berlack, Israels & Liberman LLP ("BI&L"), which maintains offices and a principal place of business at 120 West 45th Street, New York, New York 10036. This Affidavit is submitted in support of the application of the Official Committee of Unsecured Creditors (the "Committee") for an order authorizing the employment and retention of BI&L, *nunc pro tunc* to May 12, 2000, as counsel to the Committee. Unless otherwise stated, I have personal knowledge of the facts hereinafter set forth.

2. BI&L maintains records of all of its clients, the matters on which it represents its clients, and the other parties which have a substantial role in such matters. BI&L has reviewed such records and documents to determine BI&L's connections with the parties in these cases. Neither I, BI&L, nor any member, counsel or associate thereof, insofar as I have been able to ascertain, has any connection with Randall's Island Family Golf Center, Inc., *et al.*, their creditors, or any other party in interest herein, or their respective attorneys or accountants, except as hereinafter set forth.

3. BI&L, and partners and associates of BI&L, may have represented in the past, and may represent in the future, entities which are claimants herein in matters wholly unrelated to the pending chapter 11 cases. BI&L has a large reorganization and restructuring practice which encompasses the representation of many financial institutions and commercial corporations, some of which may be claimants in these pending chapter 11 cases. As part of its practice, BI&L appears in cases, proceedings and transactions involving different attorneys and accountants, some of which may represent claimants and parties in interest in these chapter 11 cases. BI&L does not represent any other entity in connection with the pending chapter 11 cases or have any relationship with any such entity, attorney, or accountants that would be adverse to the Committee.

4. BI&L intends to apply for compensation for professional services rendered in connection with these chapter 11 cases and for reimbursement of expenses incurred in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and local rules and orders of the Court and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under U.S.C. § 330.

5. The principal attorneys designated to represent the Committee and, as of May 15, 2000, their current standard hourly rates are:

- (i) Edward S. Weisfelner
\$450 per hour (Bankruptcy Partner)
- (ii) Erica M. Ryland
\$325 per hour (Senior Bankruptcy Associate)
- (iii) Andrew H. Bernstein
\$300 per hour (Senior Bankruptcy Associate)
- (iv) Marcela M. Sanchez
\$215 per hour (Bankruptcy Associate)

6. Other attorneys may from time to time serve the Committee in connection with the matters herein described. Hourly rates by classification of other BI&L personnel, at present, are: partners \$325 to \$450 per hour; associates \$205 to \$325 per hour; and paraprofessionals \$95 to \$135 per hour. Such hourly rates are subject to periodic adjustments to reflect economic and other conditions.

7. No promises have been received by BI&L nor any member or associate thereof as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. BI&L has no agreement with any other entity to share with such entity any compensation received by BI&L in connection with these chapter 11 cases.

8. BI&L has not received any payment regarding its professional services or expenses related to BI&L's representation of the Committee in these chapter 11 cases.

9. The foregoing constitutes the statement of BI&L pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

10. Neither I, BI&L nor any partner or associate thereof, insofar as I have been able to ascertain, represents any interest adverse to the Committee herein in the matters upon which

BI&L is to be engaged. Based upon the foregoing, I submit that BI&L is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b).

/s/ Edward S. Weisfelner

Edward S. Weisfelner (EW 5581)

Sworn to before me this
17th day of May, 2000

/s/ Sarina Lo Cascio
Notary Public